

**ARTICLES OF INCORPORATION
OF
NBA MOUNTAIN FALLS APARTMENTS II, INC.**

FILED

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SECRETARY OF STATE
STATE OF IDAHO
03/18/1999 09:00
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THE ADP # 2
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We, the undersigned,

Name	Street Address	City	State	
Ronald L. Hollon	820 Dinard Drive	Manchester	MO	63021
Kevin McKinney	7537 Delmar Blvd.	St. Louis	MO	63130
Heidrun M. Buehner	15 Jack's Cabin Dr.	Defiance	MO	63341

being natural persons of the age of eighteen (18) years or more and citizens of the United States, for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is NBA Mountain Falls Apartments II, Inc. ("the Corporation").

- a. The Corporation is a nonprofit corporation.
- b. The existence of the Corporation will be perpetual.
- c. The initial mailing address of the Corporation will be 11780 Borman Drive, St. Louis, Missouri 63146.
- d. The address of the Corporation's initial registered office in this state is Corporation Services Company, and the name of the Corporation's initial registered agent at such address is 200 North 23rd Street, Boise, Idaho, 83702.
- e. The Corporation is a public benefit corporation.

ARTICLE TWO

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- a. This Corporation is irrevocably dedicated to, and organized and operated exclusively for charitable and/or educational purposes, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended (the "Code"), or the

corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall engage exclusively in the performance of the charitable functions of providing support to older persons and persons with disabilities, with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, such support to be provided without regard to the beneficiaries' ability to pay, and the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or the corresponding section of any future United States internal revenue law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future United States internal revenue law.

c. Subject to the foregoing, the Corporation may engage in any lawful, charitable activity for which corporations may be organized under the nonprofit corporation law of the State of Idaho.

ARTICLE THREE

The Corporation is empowered:

a. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the charitable purposes set forth in Article Two hereof, but solely in connection with the project owned by the Corporation and assisted under Section 202.

b. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

c. To do and perform all acts reasonably necessary to accomplish the charitable purposes of the Corporation, including the execution of a Regulatory and/or Use Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory and/or Use Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors

and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

d. The assets of the Corporation are pledged for the performance of the Corporation's charitable function. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Section (a) of Article Two, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for one or more exempt purposes within the meaning of Section (a) of Article Two, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE FOUR

a. The Corporation shall have voting members (the "Members"). All conditions, qualifications, requirements, privileges and regulations as to membership in the Corporation shall be fixed and governed by the Bylaws of the Corporation. The Members of the Corporation shall be appointed and approved by The National Benevolent Association of the Christian Church (Disciples of Christ), the Corporation's sponsoring organization. Membership in the Corporation shall be limited to not less than seven (7), nor more than fifteen (15), individuals.

b. The number of Directors to constitute the Board of Directors of the Corporation shall number not less than seven (7), nor more than fifteen (15), the exact number of which shall be fixed by the Corporation's Bylaws. Directors shall be elected by the Members of the Corporation. The names and addresses of the initial Board of Directors, and the term for which each Director will serve, are set out below. All of the members of the initial Board of Directors have consented to their appointment.

Name	Street Address, City, State, Zip	Term
Jane Arnold	1120 Orlin Dr, Idaho Falls, ID 83404	1/99 - 12/31/99
Ed Coates	529 E. 9000 So., Rexburg, ID 83440	1/99 - 12/31/99
John Black	457 Parkway Circle, Idaho Falls, ID 83401	1/99 - 12/31/00
David Wang	1153 Norton, Idaho Falls, ID 83402	1/99 - 12/31/01
Pamela Ingram	1123 Norton, Idaho Falls, ID 83402	1/99 - 12/31/01
Laura Hill	855 Seventh St., Idaho Falls, ID 83401	1/99 - 12/31/99
Darrel Day	6732 Jennifer Lane, Idaho Falls, ID 83401	1/99 - 12/31/00

c. The Directors shall serve without compensation.

d. The Directors of the Corporation shall, at all times, be limited to individuals who are Members of the Corporation. In the event that a Director of the Corporation ceases to be a Member of the Corporation, such shall constitute automatic resignation as a Director of the Corporation.

e. The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the Directors of the Corporation, in the manner set out in the Bylaws, and shall serve until their successors are elected and have qualified. The Directors shall elect the officers of the Corporation at the annual meeting of the Board of Directors, for terms of one year each. Provided, however, that if a vacancy occurs in any officer position as a result of a resignation, removal or death, the Directors may fill such vacant position at any special or regular meeting of the Board of Directors, and the individual so elected shall serve in such position for the unexpired term of his or her predecessor.

ARTICLE FIVE

Bylaws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as said Bylaws are not inconsistent with the provision of these Articles or of the Regulatory and/or Use Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article Three hereof.

ARTICLE SIX

Amendments to these Articles of Incorporation must be approved:

- a. by the Members, by two-thirds of the votes cast, or by a majority of the total voting power, whichever is less; and
- b. by the Board of Directors if the amendment does not relate to the number of Directors, the composition of the Board of Directors, the term of office of Directors, or the method or way in which Directors are elected or selected; and
- c. by The National Benevolent Association of the Christian Church (Disciples of Christ).

In addition, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Regulatory or Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

IN WITNESS WHEREOF, we, the undersigned incorporators, declare under penalty of perjury that we have examined the foregoing document, and to the best of our knowledge and belief, it is true, correct and complete. Signed by the Incorporators this 5th day of January, 1999.

INCORPORATORS:

Ronald L. Hollon
Name: Ronald L. Hollon

Kevin McKinney
Name: Kevin McKinney

Heidrun M. Buehner
Name: Heidrun M. Buehner

VERIFICATION

STATE OF MISSOURI)
)SS
COUNTY OF ST. LOUIS)

I, the undersigned, a Notary Public, do hereby certify that on the 5th day of January, 1999, Ronald L. Hollon, Kevin McKinney and Heidrun M. Buehner personally appeared before me and, being first duly sworn by me, severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities set forth, and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Donna Herbst
Notary Public

(SEAL)

My Commission Expires: 2/1/02

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